

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Green Equity Investors CF, L.P.		2. Issuer Name and Ticker or Trading Symbol AerSale Corp [ASLE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2021		
11111 SANTA MONICA BLVD., SUITE 2000					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
LOS ANGELES, CA 90025			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2021		J(1)(2)		712,631 (3)	A	(1)(2)	20,620,875 (4) (5) (6) (7)	D	
Common Stock	10/22/2021		J(1)(2)		254,345 (8)	A	(1)(2)	7,359,791 (5) (6) (7) (9)	D	
Common Stock	10/22/2021		J(1)(2)		141 (10)	A	(1)(2)	4,074 (5) (6) (7) (11)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Contingent Earnout Shares	(1)(2)	10/22/2021		J		712,631 (12)		(1)(2)	(1)(2)	Common Stock	712,631	(1)(2)	0 (13)	D	
Contingent Earnout Shares	(1)(2)	10/22/2021		J		254,345 (14)		(1)(2)	(1)(2)	Common Stock	254,345	(1)(2)	0 (15)	D	
Contingent Earnout Shares	(1)(2)	10/22/2021		J		141 (16)		(1)(2)	(1)(2)	Common Stock	141	(1)(2)	0 (17)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors CF, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital CF, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side CF, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Leonard Green & Partners, L.P. 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates CF, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

/s/ Andrew C. Goldberg, attorney-in-fact 10/26/2021
Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On October 22, 2021, Green Equity Investors CF, L.P. ("Main CF"), Green Equity Investors Side CF, L.P. ("Side CF"), and LGP Associates CF, LLC ("Associates CF") received an aggregate of 967,117 shares of the Issuer's Common Stock in connection with the settlement of the Contingent Earnout Shares of Main CF, Side CF, and Associates CF, L.P. (the "Merger Agreement"). (continued in footnote 2)
- (2) (continued from footnote 1) As of the consummation of transactions contemplated by the Merger Agreement, on December 22, 2020 (the "Closing Date"), the successors of Main CF, Side CF, and Associates CF became irrevocably entitled to receive the Contingent Earnout Shares if they were required pursuant to the Merger Agreement.
- (3) Represents shares of Common Stock of the Issuer acquired by Main CF pursuant to the "earnout" provision in the Merger Agreement.
- (4) Represents shares of Common Stock owned by Main CF.
- (5) GEI Capital CF, LLC ("Capital") is the general partner of Main CF and Side CF. Leonard Green & Partners, L.P. ("LGP") is the management company of Main CF and Side CF, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Peridot Coinvest Manager, LLC ("Peridot") is the general partner of LGP.
- (6) Each of Main CF, Side CF, Associates CF, Capital, LGP, LGPM, and Peridot directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the shares of Common Stock reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Person is the beneficial owner of the shares of Common Stock reported herein.
- (7) Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Person is the beneficial owner of the shares of Common Stock reported herein.
- (8) Represents shares of Common Stock of the Issuer acquired by Side CF pursuant to the "earnout" provision in the Merger Agreement.
- (9) Represents shares of Common Stock owned by Side CF.

- (10) Represents shares of Common Stock acquired by Associates CF pursuant to the "earnout" provision in the Merger Agreement.
- (11) Represents shares of Common Stock owned by Associates CF.
- (12) Represents Contingent Earnout Shares settled as shares of Common Stock and issued to Main CF pursuant to the "earnout" provision in the Merger Agreement.
- (13) Represents Contingent Earnout Shares owned by Main CF.
- (14) Represents Contingent Earnout Shares settled as shares of Common Stock and issued to Side CF pursuant to the "earnout" provision in the Merger Agreement.
- (15) Represents Contingent Earnout Shares owned by Side CF.
- (16) Represents Contingent Earnout shares settled as shares of Common Stock and issued to Associates CF pursuant to the "earnout" provision in the Merger Agreement.
- (17) Represents Contingent Earnout shares owned by Associates CF.

Remarks:

Messrs. Jonathan Seiffer and Michael Kirton are members of the board of directors of the Issuer, and each is a partner of LGP, which is an affiliate of the other reporting persons (the "LGP Entities"). Accordingly, Messrs. Seiffer and Kirton

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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